

HELM

FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111
415/398-4510 FAX 415/398-4816

VIA AIR COURIER

November 21, 1994

Ms. Mildred Lee
Recordations Unit
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, DC 20423

19024-B
NOV 22 1994 - 2 PM
RECEIVED

Dear Ms. Lee:

Enclosed are two (2) originals of Assignment of Lease dated October 12, 1994 ("**Assignment**") between the following parties:

"HELM": Helm Financial Corporation
One Embarcadero Center, Suite 3500
San Francisco, CA 94111

"HELC": Helm Equipment Leasing Corporation
One Embarcadero Center, Suite 3500
San Francisco, CA 94111; and

The equipment involved in this transaction is as follows:

Equipment: 49, flatcars bearing the reporting mark and numbers NS 114565-114613 under the Lease of Railroad Equipment dated as of January 13, 1994 between HELC and Norfolk Southern Railway Company.

Please file the Assignment as a supplementary document to Recordation No. 19024 filed October 19, 1994 and return one (1) endorsed original to my attention. The filing fee of \$21.00 is included in the enclosed cheque number 19931 dated 11/11/94.

Sincerely,

Cecilia Mostaghim
Cecilia Mostaghim
Contracts Administrator

/cm
Enclosures (2)

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ASSIGNMENT OF LEASE

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FOR VALUE RECEIVED, HELM EQUIPMENT LEASING CORPORATION ("HELC"), a California corporation, with its principle place of business at One Embarcadero Center, Suite 3500, San Francisco, California 94111, hereby sets over, transfers and assigns to HELM FINANCIAL CORPORATION ("Helm"), a California corporation, with its principle place of business at One Embarcadero Center, Suite 3500, San Francisco, California 94111, all of its rights, title and interest in and to the forty-nine (49), covered hopper railcars more fully described in Exhibit A hereto, and the Lease of Railroad Equipment dated as of January 13, 1994 ("Lease") by and between HELC and NORFOLK SOUTHERN RAILWAY COMPANY.

This Assignment shall be deemed to have become effective on the 1st day of April 1994.

Dated this 12th day of October, 1994.

HELM EQUIPMENT LEASING CORPORATION

By: 

Title: President

ACCEPTANCE OF ASSIGNMENT OF LEASE

Helm ("Lessor") hereby accepts the foregoing Assignment of Lease and assumes and agrees to perform all of the terms, covenants, conditions, and provisions of such Lease which are therein provided to be observed and performed by Lessor thereunder on and after the 1st day of April, 1994.

Dated this 12th day of October, 1994.

HELM FINANCIAL CORPORATION

By: 

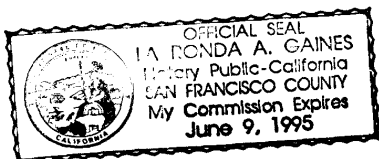
Title: Senior Vice President-Finance

STATE OF CALIFORNIA)
) §
COUNTY OF SAN FRANCISCO)

On October 12, 1994, before me, LaRonda A. Gaines,
personally appeared Richard C. Kirchner, President of **HELM EQUIPMENT
LEASING CORPORATION**,

X personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the
person(s) whose name(s) is/are subscribed to the within
instrument and acknowledged to me that he/she/they executed the
same in his/her/their authorized capacity(ies), and that by
his/her/their signature(s) on the instrument the person(s), or
the entity upon behalf of which the person(s) acted, executed
the instrument.



Witness my hand and official seal.

LaRonda A. Gaines
SIGNATURE OF THE NOTARY

STATE OF CALIFORNIA)
) §
COUNTY OF SAN FRANCISCO)

On October 12, 1994, before me, LaRonda A. Gaines,
personally appeared John F. Dains, Senior Vice President-Finance of
HELM FINANCIAL CORPORATION,

X personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the
person(s) whose name(s) is/are subscribed to the within
instrument and acknowledged to me that he/she/they executed the
same in his/her/their authorized capacity(ies), and that by
his/her/their signature(s) on the instrument the person(s), or
the entity upon behalf of which the person(s) acted, executed
the instrument.



Witness my hand and official seal.

LaRonda A. Gaines
SIGNATURE OF THE NOTARY

EXHIBIT A

To the Assignment of Lease dated as of October 12, 1994 between Helm Equipment Leasing Corporation and Helm Financial Corporation.

Equipment Description:

Forty-nine (49), 81' (over couplers), 100-ton, log flatcars with approximately 70' between bulkheads for loading three (3), 18' bunks of logs or two (2) bunks of tree-length wood, steel floors (1/4" A572 Gr 50), six (6) cribs, and side posts made of 8" x8" x3/8" tubular steel.

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